



TOWN OF GREENWICH

[Full Name of Entity]

Conflict of Interest Policy

STATEMENT OF POLICY

All members and staff of the [Full Name of Entity] are expected to act in an honest and ethical manner, in good faith and in the best interests of the Town of Greenwich (the “Town”). They are expected to adhere to the standard of conduct provided for in this Policy and place the interests of the community at large ahead of their own interests or the interests of any other person or organization. Members are expected to comply with all federal state and local laws, including the Town’s Code of Ethics (the “Code”). The purpose of this Policy is to help identify conflicts of interest and related party transactions and provide procedures for reporting, reviewing and monitoring them. It applies to all members and staff of the [Entity] while they are in active service and for a period of one year thereafter. For purposes of this Policy, the term members and staff refers to all members and staff of the [Entity], including alternate members, consultants, independent contractors, volunteers and agents.

STANDARD OF CONDUCT

Members and staff of the [Entity] are required to comply with the Code and any other laws and regulations applicable to their work with the [Entity]. The Code identifies personal financial interests as those financial interests that are financial in nature, more than nominal and not common to the other citizens of the Town. They include direct and indirect interests, such as interests of relatives, employers, subcontractors and business associates.

To better identify, review and monitor personal financial interests, the [Entity] has adopted the following procedures:

1. Whenever a member or staff the [Entity], or a person who is a member of their family, has a potential or existing personal financial interest greater than \$200 in any [Entity] action or in any transaction with the Town, it is to be reported to the [Entity]. On terms generally applicable to all residents of the Town, the following are *not* considered a “transaction” for this purpose: (i) payment of Town taxes and routine assessments, (ii) payment

of fees for ordinary Town services, (iii) payment of minor fines and penalties or (iv) obtaining routine, memberships, passes permits and licenses to participate in Town activities that are broadly available to the general public.

2. The report should be filed promptly whenever a member or staff person becomes aware that they, or any relative or business entity they are involved with, may be considered to have a current or future personal financial interest in:

- a. a contract or other formal transaction with the Town,
- b. any action to be considered or taken by the [Entity] or
- c. any action to be considered or taken by another Town entity that the [Entity] or any staff member of the [Entity] may have a role in considering, recommending, adopting or implementing.

3. Any member or staff of the [Entity] who is aware of a personal financial interest on the part of another member or staff of the [Entity] that has not been reported within a reasonable period of time by the party or parties concerned has an obligation to make reasonable efforts to ensure that such a report is filed and for that purpose may report the interest even though it is not personal to them.

4. Each such report is to be sent to the [Responsible Person] in writing and delivered by hand, or sent by regular mail, email or other reliable form of communication. Receipt must be acknowledged by the [Responsible Person] and a copy sent to each member of the [Entity]. The written report should make a good faith disclosure describing the financial interest of the member or staff in reasonable detail as it relates to Town transaction or action in question. It should also specify any measures that the reporting person has taken or intends to take to avoid a violation of the Code and, if the action or transaction has already occurred, such actions, if any, as may be appropriate to remediate the appearance of a conflict of interest. This may include requesting an opinion from the Board of Ethics.

5. Promptly after receipt of any such report, the [Responsible Person] will arrange for a review of the matter by a special committee consisting of members of the [Entity] who do not have a personal interest in the matter. However, where the report indicates that an opinion has been requested from the Board of Ethics, review by a special committee is not required and, if more than a quorum of the members of the [Entity] have an interest in the matter, the [Responsible Person] should arrange for an independent review of the report by the Board of Ethics in lieu of a review by a special committee.

6. The review of any such report by a special committee shall consider,

after taking into account measures taken by the interested party or party to prevent it, the manner in which the reported interest might tend to influence or appear to influence the actions of the [Entity] or staff or the actions of, or supervision by, Town personnel or Town entities that have continuing contacts with the [Entity]. A record of the review is to be made and reflect the following:

- a. Where the interest described in a notice relates to a Town transaction or action that neither the [Entity] or any Town personnel or Town entities that have continuing contacts with the [Entity] will have any involvement in, the special committee reviewing the matter need take no further action than to obtain written confirmation that all appropriate persons have assumed responsibility for the filing of any necessary disclosure forms required by the Code.
- b. Where the interest described in the notice relates to a Town transaction that the [Entity] has or may have involvement with, or where the transaction is subject to review or supervision by Town personnel or Town entities that have continuing contacts with the [Entity], the record of review by the special committee is to disclose the existence of the interest, describe how the interest might influence or affect the persons involved and what alternatives may be available to the interested parties to avoid the appearance of a conflict. The report shall recommend such actions, if any, as the special committee may deem appropriate to avoid the appearance of improper influence and to monitor the transaction to ensure compliance with the Code. This may include recommending that the individual(s) involved seek an advisory opinion from the Board of Ethics.
- c. Where the interest described in the notice relates to an interest in one or more future actions to be taken by the [Entity], the record of review by the special committee shall confirm that appropriate steps have been taken to avoid discussions of the matter that might improperly influence the [Entity]'s action and the participation by any interested person in any vote on the matter.
- d. Where the special committee reviewing the matter considers that the person having an interest in the matter also has special information or circumstances that are appropriate to be considered by the [Entity] in its deliberations on the matter, it may recommend means for such information to be provided in a manner that informs, but does not influence, the action to be taken.

Any member or staff that becomes aware of a financial interest (whether or not it is his or her own interest) must take steps to ensure that the matter is dealt with in a transparent

and impartial manner. This includes making sure that all persons needing to be aware of the conflict are informed of it and instructed not to discuss the matter with the affected person or provide information about the matter to the affected person, except as expressly provided for by this policy. Any person having a financial interest in a matter must, unless otherwise expressly approved by action of a special committee, refrain from: (1) any discussion of the matter with other members and staff, (2) making any recommendation related to the matter, and (3) from voting on the matter. During the period where a reported interest is under review by a special committee, interested persons will only be informed of a final decision and not of the ongoing status of the review, particular members' positions or how they vote. In addition, consideration should be given to disclosing relevant related party transactions the [Entity]'s annual report to the Town.

FINANCIAL INTERESTS

A financial conflict of interest can arise whenever a person or a member of their family has, or in the future may reasonably expect to have, directly or indirectly, a financial interest in (i) a transaction, agreement or any other arrangement in which the Town or any affiliate of the Town participates or (ii) a recommendation, approval or authorization to be voted or otherwise formally acted on by the [Entity] or with respect to which the [Entity] provides advice, makes a recommendation or otherwise assists another Town entity in connection with a recommendation, approval or authorization to be voted or otherwise formally acted on by that entity. For purposes of this policy, a family member includes any person that, by birth, marriage, adoption or other arrangement, an individual now or in the future may, by legal obligation or reasonable expectation, receive from or provide material support, shelter or other financial assistance. Without suggesting that the following list is all inclusive, financial interests may include:

1. An ownership interest as a principal, general or limited partner or shareholder of an entity or business operation;
2. An interest in a business or other organization (including not-for-profit organizations), as a current, prior or expected future employee of the business or organization;
3. A interest in the success or survival of a business or other organization as a manager, officer or director, whether or not such position is compensated for;
4. A success-based compensation or bonus expectation;
5. A grant, scholarship or subsidy arrangement;
6. A profit sharing, royalty arrangement or other financial compensation arrangement;

7. A arrangement, ownership position or other similar interest in or affiliation with any entity or individual that: (i) sells goods or services to the Town or purchases goods, materials or services from the Town; (ii) competes with the Town for funding or recognition or advocates policies divergent from Town interests; (iii) is applying for an approval, waiver, clearance, authorization or recommendation from the [Entity], a staff member of the [Entity] or another Town entity that is assisted by the [Entity] with regard to the matter in question, or (iv) has, or is contemplating, a business transaction or other financial arrangement with the Town;
8. A financial interest in any property or other rights in which the Town has, or is likely to have, an interest;
9. A financial interest in an opportunity related to the activities of the Town that is available to the Town, unless the Town has made a formal decision that it will not pursue that opportunity; or
10. An indebtedness to a person or entity who has an involvement with the Town.

A financial interest can also arise, when an individual has the ability to use the authority, confidential information or assets under control of the [Entity], to personal financial advantage or for an improper or illegal purpose or has been offered or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence.

Members and staff should periodically review their financial and employment matters to ensure that any changes to them that creates a potential financial interest in a Town transaction or action is properly reported. In order to facilitate such review, the [Responsible Person] may circulate periodic reminders, including checklists, and may also provide such checklists to persons applying for [Entity] positions.

RECORDS

The reports made under this policy, the minutes of any meeting of any special committee reviewing such report and a record of the findings and recommendations of such special committee shall be documented contemporaneously and reflect the name of the interested person, the nature of the conflict, and relevant details of the deliberations (such as documents reviewed, alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and any ongoing procedures to manage any potential or perceived conflict that are approved. Where appropriate, a special committee shall require periodic reports to be made to the [Entity] concerning the status of any ongoing transaction that has been reviewed and copies of such reports shall be

maintained as part of the documentation provided for in this policy.

Interested persons may only be informed of the final findings and recommendations. They may not be advised of the ongoing status of the review, or of any particular member's positions or how they vote. In addition, consideration should be given to disclosing relevant related party transactions in the [Entity]'s annual report to the Town.

COMPLIANCE

The [Responsible Person] will provide a copy of this policy to all members and staff of the [Entity] and will be responsible to provide all new members and staff of the [Entity] with a copy of this policy at the commencement of their service for the [Entity].

If the [Entity] has reasonable cause to believe that a member or staff has failed to comply with this Policy, it may make such further investigation as may be warranted in the circumstances and if it determines that there has been an intentional failure to comply with this Policy, it may submit a complaint to the Board of Ethics.

This Conflict of Interest Policy was adopted by the [Entity] on _____, 202_. At such time, a copy of this policy was provided to and acknowledged by all members and staff.